

Vraid Systems Limited

vraidsys.com
143 Main St Unit 9
Rollinsville, Colorado 80474-9990

Item 1: Cover Page

Form ADV Part 2A – Disclosure Brochure

March 2023

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Vraid Systems Limited (the “Advisor”). If you have any questions about the content of this Disclosure Brochure, please contact the Advisor by email at contact@vraidsys.com.

Vraid Systems Limited is a registered investment advisor registered with the Colorado Division of Securities. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Vraid Systems Limited to assist you in determining whether to retain the Advisor.

Additional information about Vraid Systems Limited and its Advisory Persons is available on the SEC’s website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD# 323178.

Item 2: Material Changes

Since the previous filing, the business address has changed within this Disclosure Brochure.

From time to time, the Advisor may amend this Disclosure Brochure to reflect changes in business practices, changes in regulations or routine annual updates as required by the securities regulators. Pursuant to SEC Rules, this complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually, within 120 days of the close of the Advisor's fiscal year end, and if a material change occurs.

Item 3: Table of Contents

Vraid Systems Limited	1
Item 1: Cover Page	1
Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Advisory Services	3
Item 5: Fees and Compensation	5
Item 6: Performance-Based Fees and Side-By-Side Management	6
Item 7: Types of Clients	6
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9: Disciplinary Information	7
Item 10: Other Financial Industry Activities and Affiliations	7
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Item 12: Brokerage Practices	8
Item 13: Review of Accounts	9
Item 14: Client Referrals And Other Compensation	9
Item 15: Custody	9
Item 16: Investment Discretion	9
Item 17: Voting Client Securities	9
Item 18: Financial Information	9
Item 19: Requirements for State-Registered Advisers	10

Item 4: Advisory Services

Firm Information

Vraid Systems Limited (the “Advisor”) is a registered investment advisor with the Colorado Division of Securities. The Advisor is organized as a Limited Liability Company under the laws of Colorado. Vraid Systems was founded in June 2007 as a data and software engineering sole-proprietorship. In June 2020, Articles of Organization were filed with the Colorado Secretary of State, and was licensed with the Colorado Division of Securities in November 2022. Vraid Systems Limited is owned and operated by Jason Zerbe (Manager and Chief Compliance Officer). The Advisor conducts business primarily in Colorado. This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Vraid Systems Limited.

Advisory Services Offered

Financial planning services

Our core service is the production of Investment and Risk Reports on equity securities, mutual funds, exchange-traded funds, separately managed accounts, real estate, and other investment products. These reports are qualitative in nature with quantitative supporting sections and are meant to provide the Client a solid understanding of the opportunities, trade-offs, risks, and costs involved with different investment choices they are interested in pursuing for their business, estate, retirement, or other goals.

Investment and Risk Reports are prepared by taking into consideration the Client's specific facts, circumstances, and restrictions. If a Client chooses to retain the Advisor to author a report and signs the Investment Advisory Agreement, which governs the relationship between the Client and the Advisor for financial planning services, the Advisor will meet with the Client to gather information about their financial circumstances, restrictions, and objectives. The Advisor may also use financial planning software to determine the Client's current financial position and to define and quantify the long-term goals and objectives. Once the long-term objectives, both financial and non-financial are agreed on, specific answers to investment and risk topics will be researched and added to a report for delivery and presentation to the Client.

Generally, the Advisor's recommended investment and risk strategies will involve:

- Asset class and sector diversification
- Holding liquid assets over illiquid assets
- Holding assets for longer time frames and minimizing the number of transactions
- Steadily building income rather than rapid growth
- Acknowledging change is constant and finance does not operate in a vacuum

The Client deliverable may look like:

- A document outlining the market value compared to the fundamental value of an equity security, why this equity is a great fit for the Client's portfolio, a list of 5 alternative equity securities which may be more or less suitable given the Client's environmental risk and sustainability goals, and an Exchange Traded Fund to spread risk across the sector.
- A recommendation for the purchase of a particular real estate asset given the potential price appreciation, because the Client has appropriately managed the climactic modeled risk of fire in the area they want to purchase. The Advisor additionally recommends several REITs which capture the same growth with less concentration risk.
- An interactive map showcasing rail traffic and how this affects the delivery of wheat and soy after a particularly dry growing season to allow the Client to hedge for volatile wheat prices.

The Client presentation may look like:

- The Advisor calls the Client's office phone to relay the high level results after delivering the written report over email.
- The Advisor presents several slides summarizing the research for the Client, holds a 30 minute Q&A session, and records the entire video meeting for the Client's future reference.

Financial plans are based on the Client's financial situation at the time the Advisor presents the plan. The Client must promptly notify the Advisor if their financial situation, goals, restrictions, objectives, or needs change during the course of our engagement, prior to the delivery of our recommendations.

Per the Investment Advisory Agreement, you always have the right to decide whether to act on our financial planning recommendations. Should you choose to act on any recommendations, you will be responsible to place securities transactions with the custodian of your choosing.

Educational seminars/workshops

Vraid Systems Limited publishes a wide-range of coursework and educational content. The Advisor's seminars and workshops are educational in nature and do not involve the sale of investment products nor advice. Information presented will not be based on any one person's need, nor does the Advisor provide individualized investment advice to Clients during these general sessions. These educational workshops can be purchased and utilized entirely online by Clients and their guests.

Item 5: Fees and Compensation

Fees for Advisory Services

Financial planning services

For Clients who choose to engage the Advisor for *Financial planning services*, they should be aware that the nature of the Advisor and Client relationship is episodic; as a Client requests the Advisor's services, the Advisor and Client will agree upon a scope of work, the Advisor will complete the work, the Advisor will deliver the work and discuss the advice with the Client, and the Advisor will invoice the Client.

Fees for *Financial planning services* are priced at a negotiable hourly rate of USD 150-300. At the delivery of the written report, Client will pay the agreed on total project cost via credit card, check, or wire.

Clients should be aware that they will be responsible for all fees imposed for trading in their own accounts; which can include but not be limited to brokerage commissions, transaction costs, custodian fees, transfer fees, and/or taxes or penalties levied by governmental authorities. All fees paid to Vraid Systems Limited for its services are separate and distinct from the fees and expenses outlined above. In addition, the Advisor may recommend ETFs and mutual funds which have separate and distinct fees from the fees of the Advisor.

Educational seminars/workshops

Fees for self-driven courses are priced per course and are available on the course sign up page. Payment is done through a credit card at time of registration. Course registration fees range from USD 5-50 depending on the breadth and depth of the course.

Item 6: Performance-Based Fees and Side-By-Side Management

Vraid Systems Limited does not manage client portfolios, does not charge performance based fees, and therefore does not engage in side-by-side management.

Item 7: Types of Clients

Vraid Systems Limited provides advisory services primarily to individuals and high net worth individuals, as well as to families, trusts, estates, and other business entities.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Vraid Systems Limited primarily employs a fundamental analysis method in developing investment and risk strategies for its Clients. Research and analysis are derived from Internet sources, financial media, and review of company activities. Fundamental analysis utilizes economic and business indicators as investment selection criteria. Vraid Systems Limited analyzes factors such as commodity prices, interest rates, and monetary supply to help forecast the future economic environment. This guides the Advisor's asset recommendations for specific investment portfolios. Climactic and geopolitical factors are considered in those areas that impact the overall economic environment. Clients should be aware that investing in securities always involves risk of loss.

The Advisor utilizes machine learning models on all of the information sources mentioned above to look for patterns, predict trends, and spot anomalies on individual securities or classes of securities a Client requests for targeted analysis, if we agree they make sense for the Client to focus on.

Vraid Systems Limited generally employs long-term investment recommendations for its Clients, as consistent with their financial goals.

Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Vraid Systems Limited will

assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals. Some risks a Client should be aware of include, but are not limited to:

- **Currency Risk:** Also called exchange rate risk. The Client's base currency is subject to fluctuations in the value against the currency of the investment's originating country.
- **Inflation Risk:** Purchasing power decreases over time at the rate of inflation.
- **Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when prevailing interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a stock, bond, mutual fund or other security may drop in reaction to events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances.
- **Liquidity Risk:** The inability to readily convert an investment into cash. The more standardized an asset is, the larger a market to convert the asset into cash.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9: Disciplinary Information

There are no legal, regulatory, or disciplinary events involving Vraid Systems Limited or its owner. The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisory and its Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 323178.

Item 10: Other Financial Industry Activities and Affiliations

Vraid Systems Limited, nor any member of its management is registered as a securities broker-dealer, or a futures commission merchant, commodity pool operator, or commodity trading advisor.

The Advisor does not have any affiliation with any related person who is a broker-dealer, investment company, other investment advisor, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Vraid Systems Limited does not receive compensation directly or indirectly from other advisers that creates a material conflict of interest, nor does it have other business relationships with advisers that would create a material conflict of interest.

The Advisor does allow its representatives to maintain other employment which is disclosed in Form ADV Part 2B and listed here. If the Client requests the Advisor to be available during trading hours as part of the agreed upon episodic work, then the Advisor will be available; the Advisor has a fiduciary duty to the Client.

Jason Zerbe - Manager and Chief Compliance Officer - CRD# 7617887

Jason is the owner of Vraid Systems Limited (British Columbia), a data consultancy, and Vraid Systems Limited Company (Wyoming), a real estate investment business. Jason is also employed by a software vendor in a technical sales capacity. He spends approximately 90% of his time per month on these activities during trading hours.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

All persons associated with Vraid Systems Limited must:

1. Act with honesty, integrity, competence, and diligence.
2. Act in the Client's best interests.
3. Operate in a manner an ordinarily reasonable and prudent person would under the same or similar circumstances.
4. Avoid or disclose and mitigate conflicts of interest.
5. Maintain confidentiality and protect the privacy of the Client.

Please see the following section and information about potential conflicts of interest from other employment in Form ADV Part 2B.

Personal Trading

Vraid Systems Limited and its associates are allowed to buy and sell the same securities which may be recommended to Clients, but only after a Client. Clients will have 48 hours to act on recommendations from the time of delivery by the Advisor. **The Advisor will never frontrun or transact in any recommended security to the detriment of any Client.**

Item 12: Brokerage Practices

Vraid Systems Limited does not manage Client accounts and therefore has no brokerage practices.

Item 13: Review of Accounts

Vraid Systems Limited will review Client accounts as requested by Client. The nature of the Advisor and Client relationship is episodic; as a Client requests the Advisor's services, the Advisor and Client will agree upon a scope of work, the Advisor will complete the work, the Advisor will deliver the work to the Client (email, electronic documents), the Advisor will present the work to the Client (phone, video), and the Advisor will invoice the Client.

Item 14: Client Referrals And Other Compensation

Vraid Systems Limited does not engage paid solicitors for Client referrals nor does it accept compensation for referrals.

Item 15: Custody

Vraid Systems Limited does not manage Client accounts and therefore does not have custody of Client accounts.

Item 16: Investment Discretion

Vraid Systems Limited does not manage Client accounts and therefore does not accept discretionary authority for any Client account.

Item 17: Voting Client Securities

Vraid Systems Limited does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18: Financial Information

Neither Vraid Systems Limited, nor its management, have any adverse financial situations that would reasonably impair the ability to meet all obligations to its Clients. Neither Vraid Systems Limited, nor any of its Advisory Persons, have been subject to a bankruptcy or financial compromise. Vraid Systems Limited is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect advance fees of \$500 or more for services to be performed six months or more in the future.

Item 19: Requirements for State-Registered Advisers

The Vraid Systems Limited management personnel is listed here and in further detail in Form ADV Part 2B.

Jason Zerbe - Manager and Chief Compliance Officer - CRD# 7617887

Jason Zerbe earned a Bachelor's of Science in Computer Science from the University of Minnesota in 2012 with a focus on database and distributed systems. Jason developed data products and software from 2007 to 2019 both independently and employed by others. Since 2019 he has been employed in a technical sales capacity for data product software vendors. In this capacity he architects data pipeline solutions for the world's largest organizations. Jason has been trading equities since 2015, cryptocurrency since 2016, leveraged products since 2017, and private alternatives since 2019.

The Advisor does allow its representatives to maintain other employment which is disclosed in Form ADV Part 2B and listed earlier in this document in Item 10.